

**Council of Governors - Cover Sheet**

<b>Subject:</b>	Appointment of Vice Chair as Acting Chair		<b>Date:</b>	14 <sup>th</sup> May 2024	
<b>Prepared By:</b>	Sally Brook Shanahan, Director of Corporate Affairs				
<b>Approved By:</b>					
<b>Presented By:</b>	Sally Brook Shanahan, Director of Corporate Affairs				
<b>Purpose</b>					
The Council of Governors is invited to agree the appointment of the Vice Chair to the position of Acting Chair on the recommendation of the Governor Remuneration and Nomination Committee. The Council of Governors is also asked to follow a further recommendation from the Governor Remuneration and Nomination Committee to agree that the process to recruit a new Non-Executive Director with a strong accountancy/finance skillset should proceed.				<b>Approval</b>	<b>X</b>
				<b>Assurance</b>	
				<b>Update</b>	
				<b>Consider</b>	
<b>Strategic Objectives</b>					
Provide outstanding care in the best place at the right time	Empower and support our people to be the best they can be	Improve health and wellbeing within our communities	Continuously learn and improve	Sustainable use of resources and estates	Work collaboratively with partners in the community
<b>X</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>X</b>
<b>Principal Risk</b>					
<b>PR1</b> Significant deterioration in standards of safety and care					
<b>PR2</b> Demand that overwhelms capacity					
<b>PR3</b> Critical shortage of workforce capacity and capability					
<b>PR4</b> Failure to achieve the Trust's financial strategy					
<b>PR5</b> Inability to initiate and implement evidence-based Improvement and innovation					
<b>PR6</b> Working more closely with local health and care partners does not fully deliver the required benefits					
<b>PR7</b> Major disruptive incident					
<b>PR8</b> Failure to deliver sustainable reductions in the Trust's impact on climate change					
<b>Committees/groups where this item has been presented before</b>					
Governor Remuneration and Nomination Committee on 9 <sup>th</sup> May 2024					
<b>Acronyms</b>					
NHSE – National Health Service England ICB – Integrated Care Board					
<b>Executive Summary</b>					
<p>The current Trust Board Chair, Claire Ward, has been announced as the successful candidate following the election for the position of East Midlands Regional Mayor that took place on 2<sup>nd</sup> May 2024. Claire has confirmed her intention to stand down as Chair of this Trust and in discussion with the Chief Executive, the Board Vice Chair, the ICB and NHSE it has been agreed the resignation will take effect on 24<sup>th</sup> May 2024 to allow time for an effective handover.</p> <p>Paragraph 3.4 of the Trust's Standing Orders for the Council of Governors describes the process of appointment and the powers of the Vice Chair. This includes that where the Chair ceases to hold office the Vice Chair shall act until a new Chair is appointed in accordance with the Constitution.</p>					

The Council of Governors nominated Graham Ward as Vice Chair in May 2021 and, on 14<sup>th</sup> November 2023, approved Graham's tenure for a further term to 30<sup>th</sup> November 2024. Therefore, as a temporary solution, Graham, in his capacity as Vice Chair, would take over the Chair's duties with effect from 25<sup>th</sup> May 2024.

However, in view of the impending absence of the Chief Executive from 17<sup>th</sup> May 2024 for an expected duration of c.6 months, it is considered a longer-term solution would be optimal. To that end the Governor Remuneration and Nomination Committee agreed at its meeting on 9<sup>th</sup> May 2024 to recommend to the Council of Governors that Graham Ward be appointed as the Acting Chair for a period of one year with effect from 25<sup>th</sup> May 2024. NHSE have been consulted about this proposal and endorse it as a pragmatic and sensible approach to ensure continuity and stability over this period of significant change. The proposal that the appointment is "Acting" reflects the intention for there to be an open and competitive recruitment process for the position, the preparation for which will commence during the Chief Executive's absence. Whilst this timetable will enable the recruitment to be completed in time for the successful candidate to take up office by May 2025, NHSE are strongly recommending that the Trust proceeds as soon as possible.

The Governor Remuneration and Nomination Committee also made a recommendation that the to the Council of Governors, that the remuneration agreed previously for the Chair of the Trust of £50,000 per annum for 20 hours per week should be agreed for her successor.

If the recommendation to appoint Graham Ward as the Acting Chair is agreed, this will leave a vacancy in the Non-Executive Director cohort for a member with a strong accountancy/finance skillset who is able to serve on the Board Committees (notably Audit, of which the Chair cannot be a member). The Council of Governors is asked to note the intention to proceed with this Governor- led recruitment as soon as possible.

#### **Recommendations:**

That the Council of Governors agrees the appointment of Graham Ward to the office of Acting Chair of the Trust with effect from 25<sup>th</sup> May 2024 for a period of one year and that his remuneration should be £50,000 per annum for 20 hours per week.

That the Council of Governors notes the plan to proceed with the governor-led recruitment of a Non-Executive Director with a strong accountancy/finance skillset.